

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,
vs.
HARBINGER CAPITAL PARTNERS LLC,
PHILIP A. FALCONE, AND PETER A. JENSON,
Defendants.

Case No. 12-cv-05028 (PAC)

ECF Case

ORAL ARGUMENT REQUESTED

**DEFENDANT PETER A. JENSON'S
MOTION TO DISMISS PLAINTIFF'S COMPLAINT**

Pursuant to Rules 9(b) and 12(b)(6) of the Federal Rules of Civil Procedure, Defendant Peter A. Jenson moves this Court, before the Honorable Paul A. Crotty, to dismiss Plaintiff Securities and Exchange Commission's Complaint, dated June 27, 2012, for failure to state a claim upon which relief can be granted for reasons more fully explained in the accompanying memorandum and declaration in support.

WHEREFORE, Defendants respectfully request that this Court dismiss the Complaint in its entirety, with prejudice, and grant such other relief as the Court may consider appropriate.

Dated: November 30, 2012

Respectfully Submitted,

/s/

Robert W. Pommer III (RP-5328)
Charles J. Clark (CC-1141)

KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Phone: (202) 879-5950 (Pommer)
Fax: (202) 654-9551 (Pommer)
Email: robert.pommer@kirkland.com

Brian D. Sieve, P.C.
Michael B. Slade
KIRKLAND & ELLIS LLP
300 North LaSalle Street
Chicago, IL 60654
Phone: 312-862-2197 (Sieve)
Fax: 312-862-2200 (Sieve)
Email: brian.sieve@kirkland.com
Attorneys for Defendant
Peter A. Jenson

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing **DEFENDANT PETER JENSON'S MOTION TO DISMISS** was served electronically via the Court's Electronic Case Filing system on the following:

David P. Stoelting
Kevin McGrath
Mark Daniel Salzberg
U.S. Securities and Exchange Commission
Three World Financial Center
New York, NY 10281
Phone: (212) 336-0174 (Stoelting)
Fax: (212) 336-1324 (Stoelting)
Email: stoeltingd@sec.gov; mcgrathk@sec.gov; salzbergm@sec.gov
Attorneys for Plaintiff Securities and Exchange Commission

Matthew S. Dontzin
David A. Fleissig
Tibor Ludovico Nagy, Jr.
The Dotzin Law Firm LLP
6 East 81st Street
New York, NY 10028
Phone: (212)-717-2900
Fax: (212)-717-8088
Email: tdlf@dontzinfir.com; dafleissig@dontzinfir.com; tlnagy@dontzinfir.com
Attorneys for Defendant Philip A. Falcone

Leslie G. Fagen
Roberto Finzi
Walter Rieman
Steven Craig Herzog
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019
Phone: 212-373-3231 (Fagen)
Fax: 212-492-0231 (Fagen)
Email: lfagen@paulweiss.com; rfinzi@paulweiss.com; wrieman@paulweiss.com;
sherzog@paulweiss.com

Attorneys for Defendant Harbinger Capital Partners LLC

/s/

Robert W. Pommer III